

## WHISTLEBLOWING POLICY

### PURPOSE

1. The Whistleblowing Policy is intended to directly support Thriven Group's Core Values, Code of Ethics, Corporate Code of Conduct and Governance requirements. Thriven Group places high value on the level of trust and integrity expected of its Directors and Employees. The Policy is also intended to encourage and enable the Directors, Employees, Business Partners and other external parties to raise concerns within Thriven Group prior to seeking resolution outside Thriven Group.
2. In line with this, Thriven Group has adopted a Whistleblowing Policy that outlines its commitment to ensure that the Directors, Employees, Business Partners and other external parties are able to raise concerns, report or disclose regarding any Improper Conduct or malpractice at the earliest opportunity without being subject to victimization, harassment or discriminatory treatment, and to have such concerns properly investigated.
3. In addition, Thriven Group also welcomes any concerns with respect to any inadequacies of Thriven Group's anti-bribery and corruption compliance programme.
4. This Policy sets out the mechanism and framework by which the Directors, Employees, Business Partners and other external parties regardless of whether they have or do not have dealings with Thriven Group can confidently voice their concerns/complaints in a responsible manner without fear or discriminatory treatment.

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5. Thriven Group encourages the Directors, Employees, Business Partners and other external parties to make any discussions openly and honestly and that concerns/complaints will be treated fairly and properly.
6. All disclosures made under this Policy will be dealt with in a confidential manner, Disclosures received under anonymity will not be entertained to prevent invalid malicious reporting, poison letters, exploitation and victimization.
7. The Whistleblower is required to identify himself/herself and provide contact information in his/her report. This will facilitate the investigator to obtain further information, if required and communicate on results of investigation to the Whistleblower.

### IMPROPER CONDUCT

8. The following shall constitute "Improper Conduct" under this Policy:
  - (i) Incidents of attempted or actual fraud, corruption or bribery;
  - (ii) Conduct or activity which breaches any law or regulatory obligation;
  - (iii) Breach of Thriven Group's policies, practices, procedures or other rules of conduct;
  - (iv) Improprieties in matters of financial reporting; and
  - (v) Situation which poses a danger to health, safety or any individual or significant danger to the environment.

(Other Improper Conducts are provided in the attached Appendix 1)

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## Communication Channel

9. Disclosure of information should initially and promptly be made by the Whistleblower to one or more of the following persons within Thriven Group:-
  - (i) ABC Compliance Team;
  - (ii) Audit And Risk Management Committee (ARMC)
  - (iii) Group Managing Director (GMD)
  - (iv) Group Chief Financial Officer (GCFO)
  - (v) Head of Division (HOD)
  - (vi) Human Resources & Admin (HRAD)
10. Reports or disclosure under this Policy can be made through e-mail or mail addressed to the above persons. The detail is as follows:

Mailing address:

Thriven Group HQ  
PS1-08, Lumi Tropicana, No. 2, Persiaran Tropicana, PJU 3, 47410 Petaling Jaya, Selangor.

OR

E-mail directly to the relevant person or to ARMC ([armc@thriven.com.my](mailto:armc@thriven.com.my)).
11. The Directors, Employees and other external parties who have raised their concerns will be informed of who is handling the matter, how they can make contact with them and if there is any further assistance required.

## Required Evidence

12. The Whistleblower should provide in the report or disclosure information regarding the type of activity or conduct, identify the person(s) suspected as being involved, when it occurred and who was affected.
13. The Whistleblower must have first-hand knowledge or information of the facts, i.e. information obtained from the relevant parties (including external parties) or 'hearsay' will not be entertained. However, the Whistleblower should not be discouraged from making a report because he/she is unsure whether there is sufficient evidence to support his /her allegations.

## Confidentiality & Protection

14. A Whistleblower must identify himself/herself when submitting a report / disclosure. Upon making the disclosure in good faith:
  - (i) the Whistleblower will be protected from any reprisal within Thriven Group as a direct consequence of the report/disclosure. ('Reprisal' means disciplinary measures, demotion, suspension or termination of employment or service);
  - (ii) the Whistleblower's identity shall be protected i.e. kept confidential unless otherwise required by law or for purposes of any proceedings by or against Thriven Group; and
  - (iii) the identity and personal information of the Whistleblower and the alleged wrongdoer may only be revealed to persons involved in the investigations or any other required process.
15. The protection under Clause 14 above will be accorded by Thriven Group only when the Whistleblower satisfies all the following conditions:

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- (i) the disclosure is done in good faith;
  - (ii) the Whistleblower is aware that the information and / or allegations disclosed are true;
  - (iii) the Whistleblower has not communicated the report / disclosure to any other party not related to the report/disclosure; and
  - (iv) The report/disclosure made is not for personal gain or interest.
16. Thriven Group views seriously any false, malicious or defamatory allegation. This can be considered as gross misconduct where appropriate disciplinary action may be taken by Thriven Group.
17. Business Partners of Thriven Group and other external parties who become a Whistleblower will also be protected by Thriven Group as to his / her / its identity subject to the Whistleblower complying with Clause 15 above.
18. Employees and industrial relations related issues and human resources related issues are excluded from the operation of this Policy because there are other established mechanisms to raise such complaints.

## **Procedures**

19. All concerns, complaints or disclosures received would be placed before a Whistleblowing Committee for its action.
20. The Whistleblower Committee shall comprise of the following members: -
- (i) Chairman
  - (ii) Independent Non-Executive Directors
21. Other Directors, Employees, Business Partners and external parties may be invited to join depending on the subject matter of the report/disclosure.
22. The Whistleblower Committee shall have the authority to:
- (i) Determine the legitimacy of the report/disclosure;
  - (ii) Direct further action; and
  - (iii) Determine who should conduct the investigation i.e. engage external expertise, management or the Group Internal Audit (currently outsourced to CGRM Infocomm Sdn Bhd).
23. If any of the Whistleblower Committee members is involved directly or indirectly in the subject matter of such report/disclosure, he/she shall automatically abstain from attending the meeting or shall be disqualified from being a Committee member.
24. If, the assigned investigator is tasked to investigate, he/she must take all reasonable steps to ensure that investigations regarding the report/disclosure are carried out fairly, unbiased and with due regards to the principle of natural justice.
25. The assigned investigator will keep detailed records of all evidence gathered, interviews conducted and all records / reports and / or documents received / reviewed which may affect the outcome of the investigation.

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## **Reporting**

26. Upon conclusion of the investigation, the assigned investigator will present the outcome of the investigation to the Board's Audit and Risk Management Committee ("**Board's ARMC**").
27. A copy of the Whistleblowing Report (which is sealed) shall be submitted to Audit And Risk Management Committee for Loss Event Reporting (LER) purposes.

## **Action Subsequent to Report**

28. If the Board's ARMC is satisfied with the outcome of the investigation, it will communicate to management to proceed with action based on established policy and procedures for the necessary disciplinary action to be taken immediately. The Board's ARMC will present the results to the Board for notation or deliberation (as the case may be). Instituting the disciplinary action will be the responsibility of HRAD. If the case is involving a Director of Thriven Group, it will be deliberated by Thriven Group's Board of Directors.
29. Senior Management must also take into account recommendations contained in the investigation report to prevent the conduct from continuing or occurring in the future. Actions to be taken may also be directed to remedy any harm or loss arising from the conduct.

## **DOMESTIC INQUIRY**

30. If a prima facie case of misconduct can be established then disciplinary actions will be taken in accordance with the Domestic Inquiry Standard Operating Procedure (SOP).

## **REVIEW OF THIS POLICY**

31. The Board of Directors or Board's ARMC can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with laws and regulation and / or accommodate organizational changes within Thriven Group. However, the modification made shall be effective only after the same is being published on Thriven Group's website.

Reviewed and adopted by Board: 21 November 2023

## Appendix 1

### List of Complaints under Whistleblowing Policy

The list of complaints / concerns includes, but not limited to:

- Bribery or corruption
- Breaching of legal obligation
- Misuse of company information
- Any dishonest or fraudulent act
- Any act of conflict of interest with Thriven Group and Business Partners
- Forgery or alteration of any document or account belonging to Thriven Group
- Forgery or alteration of a cheque, bank draft or any other financial document
- Misappropriation or theft of funds, supplies or other assets
- Providing or accepting gifts or material value to / from customers, Business Partners or other persons doing or attempting to do business with Thriven Group that are intended to influence a business decision or selection process
- Destruction, removal or inappropriate use of Thriven Group's records, furniture, fixtures and equipment
- Falsifying payroll records or overtime claims
- Falsifying travel and entertainment expenses and / or utilizing Thriven Group's funds to pay for personal expenses
- Fictitious reporting or receipts, delivery orders, etc from suppliers or shipment to customers
- Misappropriation of Thriven Group-owned computer hardware, software, data, etc
- Disclosing Thriven Group's trade secrets to competitors
- Acceptance of fictitious quotations from Business Partners in favouring for a particular entity
- Inventory or asset theft
- Any other detrimental wrongdoing which nature of the wrongdoing is subject to absolute discretion of the Whistleblower Committee.

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